

BYLAWS
FACULTY ASSOCIATION OF
CALIFORNIA COMMUNITY COLLEGES – EDUCATION INSTITUTE,
A CALIFORNIA PUBLIC BENEFIT CORPORATION
(Approved: January 29, 2021)

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Article I. Name

The name of the organization governed by these bylaws shall be the Faculty Association of California Community Colleges Education Institute, operating as a non-profit organization, hereinafter referred to as the "Education Institute." This corporate name is used with the consent of the Faculty Association of California Community Colleges, a California nonprofit corporation hereinafter referred to as "FACCC," granted by its Board of Governors at a regular meeting on May 3, 1998.

Article II. Purpose

The primary charitable and educational purposes of this corporation shall be research, communications, and professional development pertaining to the faculty of the California Community Colleges.

Article III. Relationship to FACCC

The Education Institute is a corporation, separate from FACCC, whose purpose is meant to be complimentary to FACCC. While the Education Institute is not a membership-based organization, it is anticipated that FACCC will confer membership status on donors who contribute to the Education Institute pursuant to contracts approved by the Education Institute Board of Directors. Service on the Board of Directors of the Education Institute is limited to active FACCC members as determined by the FACCC Board of Governors.

Article IV. Leadership and Funding

Section 1. Leadership. The Education Institute is a policy institute – not a membership, dues-based organization – guided by a board whose directors and officers are current members of FACCC.

Section 2. Funding. Funding for the Education Institute may include, but not be limited to, contractual relationships with representative organizations of community college faculty, corporate and other sponsorships or support, donations from individuals or other public or private sources, advertising, and professional development revenue. The Education Institute Board of Directors shall have authority over financial matters.

Article V. Statewide Structure

Section 1. Annual Meeting. The Education Institute shall hold a business meeting, which may be held jointly with FACCC, known as the Annual Meeting.

Section 2. Regions. The Board of Directors shall define, jointly with FACCC, six (6) geographic regions making up the State of California and assign each member of the Education Institute to one region on the basis of location of employment. Once every five years, commencing July 1,

2005, the Board of Directors shall examine the six regions and realign them as necessary.

Section 3. Elections. Election of candidates for the Board of Directors and officer positions may take place jointly with FACCC, and shall occur by the end of each academic year of the California Community Colleges with the process and schedule approved by the sitting Board of Directors.

Article VI. Board of Directors

Section 1. Function. There shall be a Board of Directors that is a representative governing body whose function shall be to determine policy for the Education Institute.

Section 2. Composition. The Board of Directors shall consist of the following members of the Education Institute:

- a. The Officers, as named in Article VII, Section 1.
- b. Six Directors-At-Large from full-time or part-time membership of FACCC and six Regional Directors from full-time membership of FACCC, and two Directors for Part-Time from part-time membership of FACCC without full-time status in any California Community College district, and one Director for Retired Faculty nominated from current Life FACCC members. All shall be elected by the general membership according to the following provisions:
 - (1) There shall be no more than one At-Large or Regional Director from the full-time FACCC membership of any one college. Officers and Directors for Part-Time are not subject to this restriction.
 - (2) Each of the six Regional Directors shall represent and be employed in a California Community College district within one of the six geographic regions making up the state of California as defined in Article VI, Section 2.
 - (3) The terms of office of At-Large and Regional Directors and the Director for Retired Faculty shall be two years, to begin on June 15. The terms shall be arranged in such a manner that three At-Large and three Regional positions shall be vacated each year. With the exception of ascension to office by appointment, as defined in Article VI, Section 7f, no Director-At-Large, Regional Director, nor the Director for Retired Faculty may serve for more than three consecutive two-year terms.
 - (4) The two Directors for Part-Time who are part-time faculty, one from the North and one from the South, shall each, respectively, represent the three northern regions and the three southern regions as defined in Article VI, Section 2. At least one assignment must be taught each year in a district within the regions the Director for Part-Time represents.
 - (5) The terms of office of Directors for Part-Time from the part-time membership shall be two years, to begin on June 15. The terms shall be staggered. With the exception of ascension to office by appointment, as defined in Article VI, Section 7f, no Director for Part-Time may serve for more than three consecutive two-year terms.
- c. The Executive Director shall not be a member of the Board but shall be invited to attend and participate in both regular and special meetings of the Board except when the Board has voted to enter into a closed session pursuant to Article VI, Section 6h, that excludes the participation of the Executive Director.
- d. The Board of Governors shall normally consist of the positions identified in paragraphs (a), (b), and a Contractual Membership agreement to have a designated representative from that district (hereinafter "Designated Representative") participating in Board of Governor meetings and other activities. To this end, for each Contract Member, the Board of Governors shall have the option of opening an additional Designated Representative position as a voting

member of the FACCC Board of Governors. Before March 1 of any year the Contract Member union's Designated Representative term expires, the union president of the Contract Member union will inform FACCC's Executive Director of which of the following three methods it will employ to select its Designated Representative for the following year. Each Contract Member union will select one of the following three options:

- (1) The Contract Member union assigns a member to serve as that Contract Member union's Designated Representative to be seated on the Board, pending approval by majority vote of the Board.
- (2) The Contract Member union holds an internal election to determine who it will assign to serve as that Contract Member union's Designated Representative who will then be seated on the Board pending approval by majority vote of the Board.
- (3) The Contract Member union determines it will select neither of these options, but rather will participate in the regular FACCC election process. In the event that the The Contract Member union is without a Designated Representative after the election concludes despite having run a candidate or candidates for any of the positions described in paragraphs (a) and (b) above in the most recent election, the Contract Member union shall designate a member to serve as that Contract Member union's Designated Representative to be seated on the Board, pending approval by majority vote of the Board.

In each case, should the nominee not receive Board approval, the Contract Member union shall have the right to repeat the nomination/approval process until a representative is seated. Note that an unrepresented Contract Member union shall forfeit its right to this optional Designated Representative position on the Board of Governor seat if it fails to choose one of the three options set forth in this Section.

A "Designated Representative" must be a bona fide faculty member of the Contract Member union.

Section 3. Responsibilities of Directors-At-Large (from the Regular FACCC membership). Members-At-Large of the Board of Directors shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Education Institute and FACCC at his/her campus, district, and other campuses when requested.
- c. Promote funding for and the work of the Education Institute, and promote membership in FACCC.
- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as an active member of a standing committee of the Board.

Section 4. Responsibilities of Regional Directors (from the full-time Regular FACCC membership). Regional members of the Board of Directors shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Education Institute and FACCC at his/her campus, district, and other campuses when requested.
- c. Promote funding for and the work of the Education Institute, and promote membership in

FACCC.

- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as the coordinator of one of the regions defined in Article VI, Section 2, maintaining a communication network linking all California Community Colleges within the region. The Regional Directors shall consult on regional issues and report to the Board.

Section 5. Responsibilities of Directors for Part-Time (from the part-time Regular FACCC membership).
Part-Time FACCC members of the Board of Directors shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Education Institute and FACCC at his/her campus, district, and other campuses when requested.
- c. Promote funding for and the work of the Education Institute, and promote membership in FACCC.
- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as the coordinator of part-time faculty in one of either of the three Northern or the three Southern regions defined in Article VI, Section 2, maintaining a communication network

linking all colleges within the respective north or south area.

Section 6. Responsibilities of the Director for Retired Faculty (from the FACCC Life membership). The Director for Retired Faculty shall perform the following duties:

- a. Ensure that the Executive Director's contract is reviewed at the end of each contract period.
- b. Represent the Education Institute and FACCC at his/her campus, district, and other campuses when requested.
- c. Promote funding for and the work of the Education Institute, and promote membership in FACCC.
- d. Attend Board meetings, read material in advance, ask questions, and make informed decisions.
- e. Serve as an active member of a standing committee of the Board.
- f. Keep informed about matters of concern to retired faculty and communicate retired faculty interests to the Board and officers of the Education Institute.

Section 7. Meetings. The Board of Directors shall conduct its meetings in the following manner:

- a. Calendar. The Board shall establish a calendar of Board of Director meetings for the year.
- b. Regular Meetings. The Board of Directors shall meet regularly according to the established calendar, unless otherwise ordered by the President. Meeting agenda and materials shall be sent to each Board member no later than one week prior to each meeting date, with electronic communication as a valid means of communication. The Board of Directors may hold meetings in conjunction with the FACCC Board of Governors.
- c. Special Meetings.
 - (1) The President may call a special meeting of the Board of Directors at her/his discretion. The call shall state the purpose of the meeting.
 - (2) The President shall call a meeting of the Board of Directors within two weeks after receipt of written request for such meeting from three or more members of the Board. The call shall state the reason and purpose of the meeting.
- d. Guests. Any member of FACCC may attend any meeting of the Board of Directors as a guest and may be recognized. Non-members of FACCC may be invited by the President and participate in discussion at the pleasure of the Board.
- e. Quorum. A quorum for a meeting of the Board of Directors shall consist of a majority of the voting membership of the Board.
- f. Vacancies. In case a vacancy occurs on the Board of Directors, it shall be filled on a temporary basis by vote of a majority of the Board. A Director appointed pursuant to this section shall not apply the period of the appointment to the term limits set forth in Article VI, Sections 2b(3) or 2b(5) should the appointment be for one year or less. An appointment made pursuant to this paragraph for a period over one year shall be considered one full term pursuant to the limits set forth in this Article.
- g. Declaration of Vacancy. When a Director has made known to the President his/her intention to resign, the President shall declare a vacancy on the Board. When a Director is absent for any reason from two consecutive Board meetings or three Board meetings in one fiscal year, the Director shall submit a written declaration to the President stating his/her intention to continue to serve on the Board or to resign from the Board.

- (1) Upon receipt of a written declaration of intention to resign or if no declaration is received prior to calling the subsequent meeting to order, the President shall declare a vacancy.
 - (2) Upon receipt of a written declaration of intention to continue to serve on the Board, the President shall confer with the Executive Committee to determine what action shall be taken in the event that future absences occur. The President shall discuss the determination of the Executive Committee with the Director.
- h. Closed Session. All board discussions of a confidential nature, including, but not limited to personnel, litigation, removal of a Director (Article VI, Section 8) shall be conducted in closed session. A Board member may request a closed session on any item; however, such request may be denied by a majority of Board members present and voting. Matters discussed in closed session shall remain confidential unless the sharing of information is authorized by a majority of the Board.

Section 8. Removal. A Director may be removed for cause from the Board following a 75 percent vote of Directors present at each of two consecutive regularly scheduled Board meetings.

Section 9. Communication with Members of FACCC. The Board of Directors is responsible for ensuring that regular written communication is provided to members of FACCC about activities of the Education Institute.

Section 10. Donor Interests. The Board of Directors is responsible for identifying and responding to donor interests.

Section 11. Conflict of Interest. All prospective and current Board members must disclose any actual or potential conflicts of interest with the Education Institute. The Board may disqualify any prospective Board member from running or any current Board member from continuing to serve because of a conflict of interest. The motion to remove a sitting Board member shall be conducted pursuant to Section 8 of this Article. Any contract between the Education Institute and a sitting Board member shall be ratified by the Board of Directors or by the Executive Committee, acting in lieu of the Board, before the contract shall take effect.

Article VII. Officers

Section 1. Composition. The officers of the Education Institute shall be comprised of the President (sitting), President-Elect, Past President, Vice President, Secretary, Treasurer, and Part-Time Representative.

Section 2. Terms. Officers shall serve their terms of office as follows:

- a. The term of office of the President shall be two years. These two years as sitting President shall be preceded by a one-year term of service as President-Elect and followed by a one-year term as Past President. The President shall be precluded from serving successive terms, except in the case of a vacancy.
- b. The terms of office of the Vice President, Secretary, Treasurer, and Part-Time Representative shall be two years with election of the Vice President scheduled in the same years as the President-Elect and the Secretary, Treasurer, and Part-Time Representative in those years when President Elect and Vice President elections are not held. The Vice President, Secretary, Treasurer, and Part-Time Representative shall be limited to a maximum of two successive terms, except in the case of a vacancy.
- c. All terms of office shall begin June 15.

Section 3. Duties. The duties of each officer shall be those customary to each office. The President shall

serve as Presiding Officer of both the Executive Committee (composed of the Officers) and the Board of Directors. The four-year Presidential cycle allows for one year during which the President-Elect assists the sitting President and has the opportunity to gain experience. Then, during the two years as sitting President, s/he has the benefit of the assistance of the Past President in the first year and the President-Elect in the second year. In the final year of the cycle, the sitting President becomes the Past President to provide assistance to the incoming seated President.

Section 4. Eligibility.

- a. Officers shall be Regular members of FACCC.
- b. Officer Candidates shall be nominated from present or former members of the Board of Directors.
- c. Candidates for the Part-Time Representative shall be from part-time faculty FACCC membership without full-time status in any district.
- d. No person shall at the same time hold more than one of the following positions: Officer, Director-At-Large, Regional Director, Director for Part-Time.

Section 5. Vacancies. Vacancies of office shall be filled as follows:

- a. In case a vacancy occurs in the office of the President-Elect or sitting President, the Vice President shall succeed to the office and shall fill the unexpired term.
- b. In case the position of Past President is vacated, the Board of Directors, by a majority vote, shall name a former President to fill the unexpired term. If no former President is available, the Board of Directors, by majority vote, shall name a former or present member of the Board of Directors to fill the unexpired term.
- c. In case a vacancy occurs in the office of Vice President, or simultaneous vacancies occur in the offices of both the President and Vice President, the Past President shall act as Vice President and/or President *pro tempore* until these vacancies can be filled. The Board of Directors shall appoint a special committee of at least three members to nominate candidates from the elected Board of Directors for the unexpired terms of these offices. The nominations shall be presented to the Board of Directors as soon as possible. The newly elected officers shall take office as soon as notified of their election by the Board of Directors, and replacements for their terms as Directors or Officers will be filled according to Article V, Section 6f or Section 5d of this Article, respectively.
- d. In case a vacancy occurs in the offices of Secretary, Treasurer, or Part-Time Representative, the Board of Directors, by majority vote, shall name a former or present member of the Board of Directors to fill the unexpired term.

Section 6. Removal. An Officer may be removed for cause following a 75 percent vote of Directors present at each of two consecutive regularly scheduled Board meetings.

Article VIII. Executive Director

Section 1. Description. The Board of Directors shall employ an Executive Director to conduct day-to-day management of the Education Institute. Said duties and compensation shall be enumerated in an employment contract ratified by the Board of Directors.

Section 2. Selection. The Board shall select an Executive Director pursuant to a majority vote at a regularly scheduled or special meeting. Although the Board may seek input from the Executive Committee, the Board may not delegate this function to the Executive Committee.

Section 3. Termination. The Board may terminate an Executive Director pursuant to a majority vote at a regularly scheduled or special meeting. Although the Board may seek input from the Executive Committee, the Board may not delegate this function to the Executive Committee. Prior to any such decision, the Board must review the contract with the Executive Director and receive advice from a qualified attorney as to any legal consequence of this decision.

Article IX. Committees

Section 1. Executive Committee. The Executive Committee is comprised of the President, President Elect or Past President, Vice President, Secretary, Treasurer, Part-Time Representative and non-voting Executive Director of the Education Institute. All or some Executive Committee members shall serve as liaison to a Standing Committee of the Education Institute. The Executive Committee shall have the authority to act in lieu of the Board between meetings of the Board of Directors. When the Executive Committee makes decisions on behalf of the Board, they must be reported to the Board of Directors at its next regularly scheduled meeting.

Section 2. Standing Committees.

- a. Standing Committees may be appointed by the President with the approval of the Board of Directors to address pertinent issues of the Education Institute. Standing Committees exist at the pleasure of the Board of Directors and have no independent authority other than making recommendations to the Board and implementing Board decisions. The Board of Directors shall review the committee structure with respect to effectiveness each year.
- b. Committee Membership. Eligibility for committee membership shall be open to any Regular member of FACCC. Committee assignments shall be made by the Board of Directors. The President with the approval of the Board may remove any committee member from his/her position.
- c. Committee Chairs. Chairs of the Standing Committees shall be named by the President from any Regular member of FACCC, and are responsible to the President. The President with the approval of the Board, may remove any Committee Chair from his/her position.

Section 3. Other Committees. The President, with the approval of the Board of Directors, may appoint other Special Committees and Task Forces as the need arises.

Section 4. President as Ex-Officio Member. The President shall serve as ex-officio non-voting member of all Standing and Special Committees and Task Forces. However, s/he may delegate any member of the Board of Directors to represent her/him in this manner.

Article X. Finance

Section 1. Fiscal Year. The fiscal year of the Education Institute shall be determined by the Board of Directors.

Section 2. Revenues. Contracts and other means of financial support shall be determined by contracts and other means approved by the Board of Directors.

Section 3. Treasurer's Report. The Treasurer shall make a report on receipts, expenditures, and financial condition of the Education Institute at all regular meetings of the Board of Directors and at any other time that the President may direct.

Section 4. Budget. The Board of Directors shall prepare and adopt a budget for the following year.

Section 5. Appropriation of Funds. No funds of the Education Institute may be expended except as authorized by the Board of Directors. Any expenditure of \$5,000 or greater shall be approved

by the Treasurer.

Section 7. Audit. The President shall have the books of the Education Institute reviewed annually by an independent Certified Public Accountant, and these books shall be audited, rather than reviewed, at least every third year as of the close of the fiscal year unless the Board of Directors grants an exception by two-thirds majority vote. The results of the audit shall be reported to the Board of Directors and shall become a part of the records of the Board.

Article XI. Affiliations

Section 1. Description. The Education Institute may affiliate with, join with, or act in concert with such other organizations, associations, individuals or corporations as it deems appropriate in the furtherance of its specific purposes.

Section 2. Proposal. Affiliation with other organizations, or terminations of affiliation, may be proposed by a majority of the Board of Directors.

Section 3. Ratification. By majority vote of the Board of Directors, a proposal for affiliation, or termination of affiliation, shall be referred to the membership for ratification.

Section 4. Delegates to Other Groups. The President shall nominate one or more delegates to each meeting of affiliated or related groups at which the Education Institute is entitled to be represented with a vote. The Board of Directors shall confirm or reject such nominations. Should the number of delegates be different from the number of votes assigned, the Board shall assign the proportion of votes.

Section 5. Interest-Based Councils. A group of regular members of FACCC may petition the Board of Directors to establish an Interest-Based Council. A constituting interest shall be professional in nature, focusing on matters of policy relevant to the California Community College system. An Interest-Based Council must be self-funded.

A written proposal, describing the composition of the Council and its purpose shall accompany the petition signed by regular members of FACCC. Both documents shall be submitted to the President who presents the petition/proposal to the Board of Directors at the next scheduled meeting. A second reading of the petition/proposal shall be scheduled for the immediately subsequent meeting at which the Board shall either approve or deny the proposal for Interest-Based Council status by majority vote. The Board of Directors may invite petitioners to present their proposal at the second reading session.

Article XII. Parliamentary Authority

Section 1. Robert's Rules. The latest edition of Robert's Rules of Order Newly Revised shall be the authority for all procedural matters not covered by the Bylaws of the Education Institute.

Section 2. Parliamentarian. The President shall appoint a Parliamentarian for every meeting of the general membership and Board of Directors.

Article XIII. Amendments to Bylaws

Amendments to these Bylaws or to the Articles of Incorporation may be made in either of two ways:

Section 1. Annual Meeting.

- a. Board of Directors. By recommendation of the Board of Directors, amendments may be presented at an Annual Meeting with ratification by a majority of those voting. Voting by proxy

shall not be allowed; or

- b. Written Petition. By written petition at an Annual Meeting of at least fifty (50) Regular members of FACCC (including both full- and part-time members with at least five (5) from each of the six regions) with ratification by a majority of those voting at the next Annual Meeting. Voting by proxy shall not be allowed.

Section 2. Board of Directors. Amendments may be made with a two-thirds vote of the Board of Directors, provided the FACCC membership has been notified at least 30 days prior. Such amendments may be repealed by a majority of those voting at the next Annual Meeting.